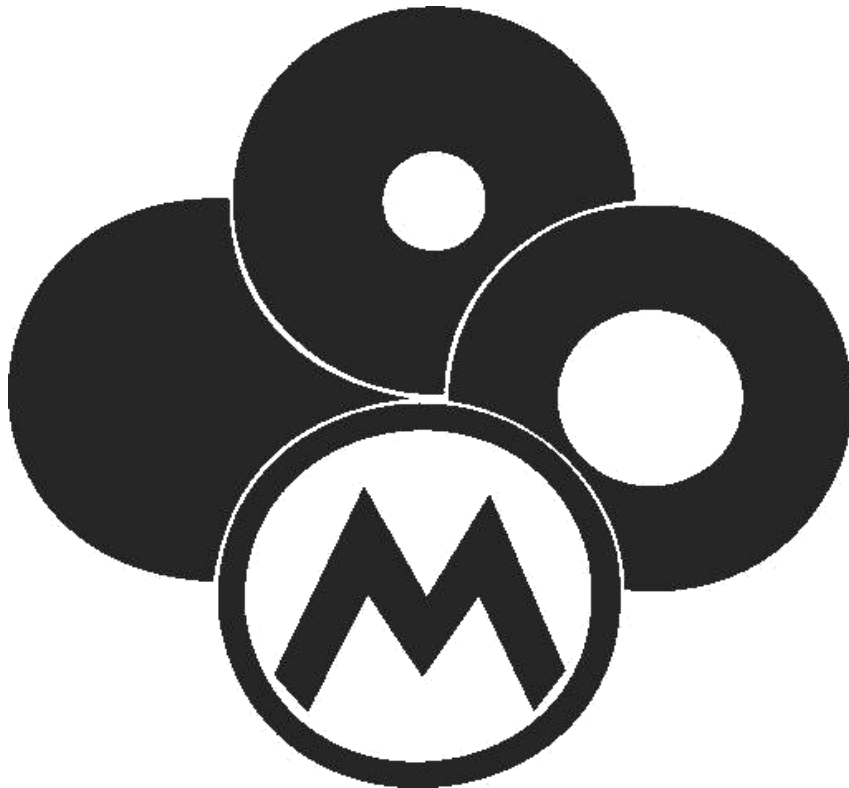


**40<sup>th</sup>**  
**ANNUAL REPORT**  
**2019-2020**



# Mipco Seamless Rings (Gujarat) Limited

## **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

### **BOARD OF DIRECTORS**

Mr. Sachendra Tummala	Managing Director
Mr. Sanjiv Kumar Tandon	Director
Mr. Ravi Kumar Chennupati	Director
Ms. Sridevi Nadella	Director

### **AUDITORS**

Ganesh Venkat & Co.  
Chartered Accountants  
Hyderabad

### **REGISTERED OFFICE AND WORKS**

34, Corpus Techno Enclave  
AVS Compound, 4<sup>th</sup> Block  
Koramangala, Bangalore  
Karnataka- 560095

**Fourteenth Annual General Meeting on Wednesday, the 30<sup>th</sup> September, 2020 at the registered office of the Company at 34, Corpus Techno Park, AVS Compound, 4<sup>th</sup> Block, Koramangala, Bangalore, Karnataka-560095 at 10.00 A.M.**

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## NOTICE

**NOTICE** is hereby given that the Fourteenth Annual General Meeting of **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** (CIN: L72900KA1980PLC080581) will be held on Wednesday the 30<sup>th</sup> day of September 2020 at 10.00 A.M through Video Conferencing ('VC') at Registered Office of the Company at 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095 to transact the following business items:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Tandon (DIN: 02579261), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company:

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modifications or re-enactments thereof for the time being in force, M/s Ganesh Venkat & Co, Chartered Accountants (ICAI Firm Registration No.005293S; M.No 025104), Hyderabad, Statutory Auditors of the Company be and is hereby ratified.,"

Date: 14.08.2020  
Place: Hyderabad

**By Order of the Board**  
**Mipco Seamless Rings (Gujarat) Ltd,**

**Registered office:**  
34, Corpus Techno Park, AVS Compound,  
4th block, Koramangala,  
Bangalore, Karnataka – 560095  
CIN: L72900KA1980PLC080581  
Email: Srishti.agarwal@corpus.com

**Sachendra Tummala**  
**Managing Director**  
**DIN: 02317514**

**Notes:**

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 25th AGM of the Company is being conducted through VC Facility, without the physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company.
- b. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the notice set out above is annexed hereto (Items 2 to 9).
- c. In compliance with the aforesaid MCA and SEBI circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company’s website
- d. Since this AGM is being held pursuant to the MCA circulars through VC, physical attendance of Members has been dispensed with.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.
- f. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- h. The link to attend the AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company viz. <http://www.mipco.co.in/>.
- i. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- j. Facility of joining the AGM through VC shall be kept open 30 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis.
- k. The Register of Members and share transfer books will remain closed from 21st September 2020 to 30th September 2020 (both days inclusive).

- l. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically, through the electronic voting service facility arranged by Central Depository Services Limited.
- m. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM.
- n. M/s/ Narala & Associates, Practicing Company Secretary (M.NO: 25335; CP: 20812), Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
- o. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 10:00 a.m. (IST) on 26.09.2020  
End of remote e-voting : Upto 5:00 p.m. (IST) on 29.09. 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 40<sup>th</sup> Annual Report and Audited Accounts for the year ended 31<sup>st</sup> March 2020.

### 1. FINANCIAL RESULTS:

	(Rs. in Lakhs)	
	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from operations	0	0
Other income	0	0
PBDIT	(9.85)	(10.05)
Interest and finance charges	0	0
Depreciation	0	0
Net profit/(Loss) before tax	(9.85)	(10.05)
Less: Provision for Tax:	0	0
Net profit/(Loss) after tax	(9.85)	(10.05)
Add: Balance Brought forward from previous year	(1395.16)	(1373.69)
Loss carried to Balance Sheet	(1405.01)	(1395.16)

### 2. OPERATIONS:

Currently the Company is not carrying its activities. The management of the Company evaluating opportunities available in current market scenario to revive its activities.

### 3. DIVIDEND:

During the year under review, the Company has not recommended any dividend for financial year 2019-20.

### 4. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits hence the provisions of Chapter V of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014 are not applicable.

### 5. SHARE CAPITAL:

During the year under review, there is no change in Authorised and Paid-up share capital of the Company

### 6. PROMOTER OF THE COMPANY:

During the year under review, there is no change in promoters of the Company.

## **7. DIRECTORS:**

Mr. S. M. Patel has resigned from the Company on 20<sup>th</sup> December 20 2019 and Mr. Surya Chilukuri has resigned on 21<sup>st</sup> June 2019. The Board consists of Executive and Non-executive Directors including Independent Director as per section 149 of the Companies Act, 2013 and rules made thereunder read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act 2013.

### **Number of Board Meetings of Directors:**

During the year ended 31<sup>st</sup> March 2020, Six Board Meeting were held.

The dates on which the Board Meetings were held are 29<sup>th</sup> May 2019, 21<sup>st</sup> June 2019, 14<sup>th</sup> August 2019, 14<sup>th</sup> November 2019, 20<sup>th</sup> December 2019 and 14<sup>th</sup> February 2020. The maximum time gap between any two consecutive meeting was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

### **Familiarization Programme for Independent Directors**

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes on a continuing basis. The Familiarisation programme for Independent Directors is disclosed on the Company's website.

### **Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company was held on 25<sup>th</sup> March, 2020 as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors;

All the Independent Directors attended the Meeting of Independent Directors and Mr. Ravi Kumar Chennupati was the Lead Independent Director of that Meeting.

### **Statement on Declaration given by Independent Directors under sub-section (6) of Section 149.**

The Independent Directors have submitted the declaration of Independence, as required under Section 149(7) of the Companies Act 2013, stating that they meet the criteria of Independence as provided under sub-section (6).

## **8. Board & Directors' Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board, its Committees and the Directors have carried out annual evaluation / annual performance evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The Directors expressed their satisfaction with the evaluation process.

## **Directors' Appointment and Remuneration Policy**

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement). The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors and Key Managerial Personnel.

## **9. REMUNERATION AND NOMINATION COMMITTEE**

The Remuneration and Nomination Committee consists of the following Directors namely Mr. Ravi Kumar Chennupati, Mrs. Sridevi Nadella and Sanjiv Kumar Tandon as members.

### **Brief description of terms of reference:**

- Identifying person who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board for their appointment and removal.
- Carry on the evaluation of every directors' performance, formulation of the criteria for determining qualifications, positive attributes and independence of director.
- Recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity
- Any other matter as the Board may decide from time to time.

### **Nomination and Remuneration Policy**

The objectives of the policy:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.



- To carry out evaluation of the performance of Directors
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

## **10. PARTICULARS OF EMPLOYEES AND REMUNERATION**

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is NIL

## **11. AUDITOR'S AND AUDITOR'S REPORT:**

M/s. Ganesh Venkat & Co., Chartered Accountants (Registration No. 005293S; M.No. 025104), Hyderabad, Statutory Auditors of the Company, who was appointed as Statutory Auditors of the Company by shareholders of the Company vide resolution dated 29.09.2017 until the conclusion of Annual General Meeting for the financial year ended 31st March, 2022.

In terms of first proviso to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. However, Companies (Amendment) Act, 2017 omitted the first proviso to section 139 of Companies Act, 2013, that required ratification of appointment of Auditors at every Annual General Meeting.

### **Audit Committee**

The details pertaining to the role, objective and composition of the Audit Committee are included in the Corporate Governance Report which is part of the Annual Report for the year.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Narala & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith.

There was no qualification, reservation or adverse remark in the secretarial audit report.

## **12. SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary/ associate/ Joint venture companies under review. Since the statement in terms of first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 is not required to be attached.

## **13. INTERNAL CONTROL SYSTEMS**

Your Company has in place internal and financial control systems commensurate with the size of the Company. The primary objective of our internal control framework is to ensure that internal controls are established, properly documented, maintained and adhered to in each functional department for ensuring orderly and efficient conduct of business which includes proper use and protection of the Company's resources, accuracy in financial reporting,

compliance with the statutes, timely feedback on achievement of operational and strategic goals.

#### **14. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure' VI.

#### **15. INFORMATION ON STOCK EXCHANGES**

The Equity shares of the Company are listed on BSE Limited

#### **16. CORPORATE GOVERNANCE**

A detailed report on the subject forms part of this report. The Statutory Auditors of the Company have examined the Company's compliance and have certified the same as required under the SEBI Guidelines. Such certificate is reproduced in this Annual Report.

#### **17. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts/financial statements for the financial year ended 31<sup>st</sup> March 2020; the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) that proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts were prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **18. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As the Company does not fall under the criteria stipulated for applicability of section 135 of the Companies Act, 2013 the Company has not constituted a Committee of Corporate Social Responsibility and no contributions were made during the year.

#### **19. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In terms of the requirements of the Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the